

CHAPMAN AND CUTLER

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1877-1943  
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December 15, 1997

RECORDATION NO. 20892-FILED E F  
DEC 15 '97 11-10AM

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20423-0001

Re: Mobil Oil Corporation  
Leveraged Lease Financing of Railroad Rolling Stock  
(Second Closing)

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two copies of each of the documents described below. As an attorney representing one of the parties in this transaction, I have knowledge of the matters described in this letter.

The documents are as follows:

- E → (1) Memorandum of Lease Supplement No. 2, dated December 15, 1997, between the Lessor and the Lessee; and
- F → (2) Memorandum of Indenture Supplement No. 2, dated December 15, 1997, between the Debtor and the Indenture Trustee.

The primary documents to which the Memorandum of Lease Supplement No. 2 and the Memorandum of Indenture Supplement No. 2 are connected are the Memorandum of Lease and the Memorandum of Indenture, respectively, referred to above, which were filed with the Surface Transportation Board on September 29, 1997.

The names and addresses of the parties to the enclosed documents are as follows:

CHAPMAN AND CUTLER

E → MEMORANDUM OF LEASE SUPPLEMENT NO. 2

Lessor: The First National Bank of Maryland  
Transportation and Leasing Division  
25 South Charles Street  
Baltimore, Maryland 21201

Lessee: Mobil Oil Corporation  
3225 Gallows Road  
Fairfax, Virginia 22037-0001

F → MEMORANDUM OF INDENTURE SUPPLEMENT NO. 2

Debtor: The First National Bank of Maryland  
Transportation and Leasing Division  
25 South Charles Street  
Baltimore, Maryland 21201

Indenture Trustee: First Security Bank, National Association  
79 South Main Street  
Salt Lake City, Utah 84111

The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lease Supplement No. 2 and Memorandum of Indenture Supplement No. 2 is as set forth on Exhibit A hereto.

A fee of forty-eight dollars (\$48.00) is enclosed. Please time and date stamp the enclosed copy of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

Larry Elkins, Esq.  
Chapman and Cutler  
111 West Monroe  
Chicago, Illinois 60603

A short summary of each of the documents to appear in the index follows:

CHAPMAN AND CUTLER

E → (1) MEMORANDUM OF LEASE SUPPLEMENT NO. 2:

Memorandum of Lease Supplement No. 2 between The First National Bank of Maryland, as Lessor, Transportation and Leasing Division, 25 South Charles Street, Baltimore, Maryland 21201 and Mobil Oil Corporation, as Lessee, 3225 Gallows Road, Fairfax, Virginia 22037-0001, dated December 15, 1997, covering new railroad rolling stock bearing the road numbers listed in the exhibit thereto. Memorandum of Lease Supplement No. 2 is related to the Memorandum of Lease between the Lessor and the Lessee dated as of September 30, 1997, which was filed with the Surface Transportation Board on September 29, 1997.

F → (2) MEMORANDUM OF INDENTURE SUPPLEMENT NO. 2:

Memorandum of Indenture Supplement No. 2 between The First National Bank of Maryland, as Debtor, Transportation and Leasing Division, 25 South Charles Street, Baltimore, Maryland 21201 and First Security Bank, National Association, as Indenture Trustee, 79 South Main Street, Salt Lake City, Utah 84111, dated December 15, 1997, covering the obligations of the Debtor relating to new railroad rolling stock bearing road numbers listed in the exhibit thereto. The Memorandum of Indenture Supplement No. 2 is related to the Memorandum of Indenture between the Debtor and the Indenture Trustee, dated as of September 30, 1997, which was filed with the Surface Transportation Board on September 29, 1997.

CHAPMAN AND CUTLER

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3832).

Sincerely,

CHAPMAN AND CUTLER

By Larry Elkins  
Larry Elkins

LE/dml  
Enclosure

## CHAPMAN AND CUTLER

## EXHIBIT A

ITEMS OF EQUIPMENT	QUANTITY	ROAD NUMBERS
Single compartment lube oil tank railcars manufactured by Union Tank Car Company	108	MBLX 28174, MBLX 28175, MBLX 28177 through MBLX 28184, inclusive, MBLX 28186, MBLX 28195 and MBLX 28202 through MBLX 28297, inclusive
340 pound liquid propane gas tank railcars manufactured by Union Tank Car Company	64	MBLX 34814, MBLX 34823, MBLX 34842, MBLX 34844, MBLX 34845, MBLX 34850 through MBLX 34853, inclusive, MBLX 34855, MBLX 34857 and MBLX 34860 through MBLX 34912, inclusive
400 pound liquid propane gas tank railcars manufactured by Union Tank Car Company	55	MBLX 40150 through MBLX 40204, inclusive

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### MEMORANDUM OF INDENTURE SUPPLEMENT NO. 2

Memorandum of Indenture Supplement No. 2, made and entered into on December 15, 1997 by and between The First National Bank of Maryland, a national banking association, as Debtor (the "*Debtor*") and First Security Bank, National Association, a national banking association, as Indenture Trustee (the "*Indenture Trustee*").

#### WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture, Assignment of Lease and Security Agreement (the "*Indenture*"), dated as of September 30, 1997, by which the Debtor has granted a security interest to the Indenture Trustee in order to secure the Debtor's performance of certain obligations as described in the Indenture.

2. A memorandum of said Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Indenture Supplement No. 2, dated December 15, 1997, relating to the above-described Indenture and extending the Debtor's grant of a security interest therein to railroad rolling stock bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

THE FIRST NATIONAL BANK OF MARYLAND

By Richard M. Folio

Name: Richard M. Folio

Title: Vice President

Executed on this 10<sup>th</sup> day of December, 1997.

FIRST SECURITY BANK, NATIONAL  
ASSOCIATION

By \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_\_ day of December, 1997.

## MEMORANDUM OF INDENTURE SUPPLEMENT NO. 2

Memorandum of Indenture Supplement No. 2, made and entered into on December 15, 1997 by and between The First National Bank of Maryland, a national banking association, as Debtor (the "*Debtor*") and First Security Bank, National Association, a national banking association, as Indenture Trustee (the "*Indenture Trustee*").

### WITNESSETH:

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IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

THE FIRST NATIONAL BANK OF MARYLAND

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of December, 1997.

FIRST SECURITY BANK, NATIONAL  
ASSOCIATION

By  \_\_\_\_\_  
Name: **Brett R. King**  
Title: **Assistant Vice President**

Executed on this 10<sup>th</sup> day of December, 1997.

STATE OF Maryland )  
City Baltimore ) SS.:  
COUNTY OF Baltimore )

On this, the 10th day of December, 1997, before me, a Notary Public in and for said County and State, personally appeared Richard M. Foko, who being by me duly sworn, says that (s)he is the VP of THE FIRST NATIONAL BANK OF MARYLAND, that said instrument was signed on December 10, 1997 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: Michael E. Sperato  
Notary Public  
My Commission Expires: 1/28/2001  
Residing in Baltimore

STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of December, 1997, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on December \_\_, 1997 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_



STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of December, 1997, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of THE FIRST NATIONAL BANK OF MARYLAND, that said instrument was signed on December \_\_, 1997 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

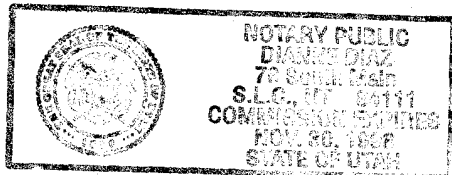
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF Utah )  
 ) SS.:  
COUNTY OF Salt Lake )

On this, the 10<sup>th</sup> day of December, 1997, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the Asst. Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on December 10, 1997 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



[Signature]  
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

## EXHIBIT A

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